



**PROLINTAS MANAGERS
SDN. BHD.**

202201019689 (1465386-M)

**ANTI-BRIBERY AND CORRUPTION
POLICY**

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1.0 ABBREVIATIONS

BGRIC	Board Governance, Risk and Integrity Committee
BOD	Board of Directors
CEO	Chief Executive Officer
CCD	Corporate Communications Division
COO	Chief Operating Officer
CON	Contractors
EREQ	External Requestors
FIN	Finance Division
CEO	Chief Executive Officer
GMM	General Management Meeting
HCD	Human Capital Division
HOD	Head of Department
HODV	Head of Division
IAD	Internal Audit Department
IGD	Integrity & Governance Department
IO	Investigation Officer
LOA	Limit of Authority
MC	Management Committee
RMCD	Risk Management & Department
IREQ	Internal Requester
SOP	Standard Operating Procedures
SUPP	Suppliers

2.0 DEFINITION

Bribery is defined as the offering, promising, giving, accepting or soliciting of an advantage, as an inducement for an action which is illegal, unethical or a breach of trust whether received directly or indirectly through intermediaries in the course of carrying out an organization's activities in order to improperly influence one's decision or performance of duties.

Corruption is defined as the abuse of entrusted power for private gain. Corruption is the act of giving or receiving of any gratification or reward in the form of cash or in-kind of high value for performing a task in relation to his/her job description. Corruption can be classified as grand, petty and political, depending on the amounts of money lost and the sector where it occurs.

Kickbacks are payment of any portion of a contract made to employees of another contracting party or the utilization of other techniques, such as subcontractors, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees to another contracting party, or their relatives or business associates.

"ABMS" means Anti-Bribery Management System (ISO MS 37001:2016);

"Audit Committee" means the Audit Committee of the Board of Directors of Prolintas Managers Sdn Bhd;

"PMSB" or **"Company"** means Prolintas Managers Sdn Bhd;

"GM ID" means General Manager of the Integrity & Governance Department;

"Personnel" means directors and all individuals directly contracted to the Company on an employment basis, including permanent and temporary employees.

"Business Partners" means an external party with whom Prolintas Managers Sdn Bhd has, or plans to establish, some form of business relationship. This may include clients, customers, joint ventures, outsourcing providers, contractors, consultants, subcontractors, suppliers, vendors, advisers, agents, distributors, representatives, intermediaries, and investors.

"Government Official" means (a) any official, officer, employee, or representative of, or any Person acting in an official capacity for or on behalf of, any Governmental Entity, (b) any candidate for political office, or (c) any political party or party official.

“Gratification” is defined as any person who gives/offers **gratification** to any public officer as an inducement or a reward to do or not to do any act in relation to the principal's affairs of the agent/officer commits an offence under the Malaysian Anti-Corruption Commission Act 2009.

“Conflict of Interest” means when a person’s own interests either influence, have the potential to influence, or are perceived to influence their decision making at Prolintas Managers Sdn Bhd.

“Donation & Sponsorship” means charitable contributions and sponsorship payments made to support the community. Examples include sponsorship of educational events, supporting NGOs, and other social causes.

“Things that are of value” means in the context of **bribery** include sexual favors, appointments to public jobs, loans, checks, and promissory notes.

“Hospitality” is defined as a cordial reception or disposition towards an individual, which might include entertaining guest in resort, restaurant, convention, concert, and sporting event and other special occasions, or payment of travel expenses for an individual. In business nature giving hospitality to external parties, be it through corporate events, sporting events or other public events, is a trend to network and build goodwill in business relationships. However, negligence and ignorance to the potential risk of corruption may increase the likelihood of hospitality being used as a mean of bribery. Hospitality may be used by corrupt third parties to encourage a sense of obligation towards the giver and to prepare the way for a corrupt act.

“Corporate Gift” means something given from one organisation to another, with the appointed representatives of each organisation giving and accepting the gift. Corporate gifts may also be promotional items given out equally to the public at events, trade shows and exhibitions as a part of building the Company’s brand. The gifts are given transparently and openly, with the implicit or explicit approval of all parties involved. Corporate gifts normally bear the Company name and logo. Examples of corporate gifts include items such as diaries, table calendars, pens, notepads, and plaques.

3.0 INTRODUCTION

PMSB has enhanced its standards of governance to strengthen the Company's effectiveness and create value for its stakeholders. A comprehensive set of policies governing the conduct of business, operations and communications have been established to ensure accountability, transparency and ethical practices in delivering service and projects of high impact.

PMSB is committed to upholding all laws relevant to countering bribery and corruption in each of the jurisdictions in which it operates. Company's business must comply with the offenses under sections 16, 17, 18, 20, 21, 22, and 23 or Malaysian Anti-Corruption Commission Act 2009 [Act 694] including Section 17A Corporate Liabilities.

4.0 ANTI-BRIBERY AND CORRUPTION COMMITMENT

This Policy is aligned with the PMSB Code of Business Ethics and Conduct.

PMSB is committed to conducting business dealings with integrity. This means avoiding practices of bribery and corruption of all forms in the Company's daily operations to ensure that the company complies with Malaysian Anti-Corruption Commission Act 2009 (Act 694).

PMSB has adopted a zero-tolerance approach against all forms of bribery and corruption. Employees will not be penalized for refusing to pay small bribes even if it result in delay and costs.

The Policy leverages on the values and core principles set out in the **Code of Business Ethics and Conduct (CoBE)**. Full compliance with both the spirit and the letter of this Policy is mandatory and should be maintained using a principle-based approach.

This Policy is not intended to provide definitive answers to all questions regarding bribery and corruption. Rather, they are intended to provide staff with a basic introduction to how PMSB combats bribery and corruption in furtherance of the group's commitment to lawful and ethical behavior at all times. Some of the guidelines are designed to prevent situations in which bribery and corrupt practices may take root.

5.0 OBJECTIVES

The objectives of having the Anti-Bribery Management and Corruption Policy for PMSB are **to uphold anti-bribery principles in all business dealings** and interactions with external parties, including business partners, government agencies and stakeholders.

The objectives will be accomplished through strong commitment and support from the management, employees, and all stakeholders involved.

6.0 SCOPE

This Policy is applicable to all PMSB personnel (covering all employees and the Prolintas Managers Sdn Bhd BOD) concerning how to deal with improper solicitation, bribery, issues and other corrupt activities that may come into contact during the course of their work for PMSB, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisors, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

PMSB also expects that contractors, subcontractors, suppliers, agents, consultants and representatives and other performing work or services for or on behalf of PMSB will comply with the relevant parts of this Anti-Bribery and Corruption Policy when performing such work or services.

7.0 REFERENCES

No.	REFERENCES
1.	Malaysian Anti-Corruption Commission Act 2009 - <i>Section 16, 17, 18, 20, 21, 22, 23</i>
2.	Malaysian Anti-Corruption Commission (Amendment) Act 2018 - <i>Section 17A</i>
3.	Limit of Authority (LOA)
4.	Code of Business Ethics and Conduct (CoBE)
6.	Prolintas Managers Sdn Bhd's Whistleblowing Policy

8.0 POLICY OWNER

The Integrity & Governance Department ("IGD") is the owner of this policy.

9.0 ANTI-BRIBERY AND CORRUPTION POLICY

9.1 ANTI-BRIBERY AND CORRUPTION STATEMENT

The anti-bribery and corruption statement applies equally to its business dealings with commercial (*'private sector'*) and Government (*'public sector'*) entities, and includes their directors, personnel, agents and other appointed representatives. Even the possible appearance of bribery or corruption is to be avoided, in particular when dealing with Government officials.

9.2 ANYTHING OF VALUE

Bribery and corruption may take the form of **anything of value**, such as money, goods, services, property, privilege, employment position or preferential treatment.

- (i) In this POLICY, It is prohibited for any PMSB personnel to:
 - (a) Give, promise to give, or offer, a payment, gift or hospitality to a third party or otherwise engage in or permit a bribery offence to occur, with the expectation or hope that an advantage in business will be received, or to reward a business advantage already given;
 - (b) Give, promise to give, or offer, a payment, gift, or hospitality to a third party to "*facilitate*" or expedite a routine procedure;
 - (c) Accept a payment, gift or hospitality from a third party with an expectation that a business advantage will be provided by the company in return;
 - (d) Threaten or retaliate against another employee or worker who has refused to commit a bribery offense or who has raised concerns under this Policy or Whistleblowing Policy; and
 - (e) Engage in any activity that might lead to a breach of this Policy.

- (ii) **Gratification** under Malaysian Anti-Corruption Commission Act 2009 [Act 694] are:
 - (a) Money, donation, gift, loan, fee, reward, valuable, security, property or interest in property of any description whether movable or immovable, financial benefit, or any other similar advantage;
 - (b) Any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity;
 - (c) Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
 - (d) Any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage;

- (e) Any other service or favor of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty;
- (f) Any forbearance to demand any money or money's worth or valuable thing; and
- (g) Any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs a – g.

9.3 THINGS THAT ARE OF VALUE

Things that are of value in the context of bribery include sexual favors, appointments to public jobs, loans, checks, and promissory notes. Any tangible benefit given or received with corrupt intent can be a bribe. Bribes provided by bidders, contractors and consultants to project and government officials have included:

- (i) Expensive gifts, paid travel and lavish entertainment;
- (ii) "Loans" vehicles for project/government officials;
- (iii) Payment of educational expenses and scholarships for the children of project/government officials;
- (iv) "Study tour" of the contractor's facilities (which in reality are just shopping or travelling excursions) for project personnel and spouses;
- (v) Leases by contractors of office and living accommodations owned by project/government officials, usually at inflated rates;
- (vi) Gifts by contractors of their inventory or services, e.g., improving the house of a project/government officials;
- (vii) Prostitutes provided by contractors to project/government officials, and site inspectors;
- (viii) "Donations" to "social programs" at the direction of project/government officials;
- (ix) Overpaying for assets purchased from project/government officials;
- (x) Subsidizing rents or mortgages of project/government officials;
- (xi) Direct cash payments to project/government officials, and inspectors, or payments through sub-contractors or local agents, recorded on the contractor's books as legitimate fees and commissions. The latter is the most common method used by large companies to pay and conceal bribes. Cash for corrupt payments can be generated by raising false invoices for goods, works or services that were not performed, and turning the payments into cash. Bribes also can be funded by collecting payments from sub-contractors; and

- (xii) Providing hidden interests in other companies or enterprises to project/government officials.

10.0 GIFTS AND ENTERTAINMENTS

Although PMSB recognizes that the giving of gifts is part and parcel of the Malaysian culture, as a rule PMSB has adopted a **NO GIFT POLICY**. Unless otherwise stated in the No Gift Policy and Code of Business Ethics and Conduct (CoBE), no gifts, especially personal gifts, are allowed to be given or received by employees of PMSB due to the potential or perceived consequences. Employees should not and are prohibited from accepting gifts from vendors, suppliers, customers, potential employees, potential vendors, or suppliers, or any other individual or organization, under any circumstances.

Code of Business Ethics and Conduct (CoBE) is designed to guide Members of PMSB regarding this question, whether it is appropriate to give and accept gift and entertainment, and what types of gifts and entertainment are deemed appropriate. Transparency and exercise of good judgment are fundamental expectations to all employees of PMSB. They should decline any gifts or offer of entertainment, the acceptance of which could be reasonably perceived by a dispassionate third party to compromise employees of PMSB ability to make objective, impartial and fair business decisions. If Employees of PMSB are authorized under the No Gift Policy to provide gifts or entertainment, it shall be limited to only those individuals who have a legitimate business purposes and only in accordance with the said No Gift Policy. Employees of PMSB shall not, in any case, accept gifts or entertainment that are illegal, unethical, unduly dangerous, or indecent.

11.0 CHARITABLE DONATIONS AND SPONSORSHIP

Charitable Donations can present a corruption risk as they involve payments made without tangible return and may be used as subterfuge or route for bribery. Charitable Donations can be steered for corrupt purposes to “front” charitable, sporting, or philanthropic organizations or used to create undue influence such as donating to a favoured cause of a decision maker or customer. These include loans, gifts, or property services, sponsorships of tables of events, advertising or promotional activities endorsing a charitable organization. All charitable donations given by PMSB to external parties must recognize PMSB as a corporate donor, not an individual or personal donor. If a handover ceremony is held, at least one representative from the Management of PMSB must be present.

Charitable donations can only be made to legitimate organisations, which are registered with the Registrar of Societies or other appropriate government agencies such as associations, clubs, societies, institutions, religious bodies, Non-Government Organizations (NGOs), schools and universities, or other approved in accordance with PMSB Limit of Authority (LOA). Permissible activities that benefit the society in general include education, environment, healthcare, religion, sports, and warfare. Emergencies such as fire, flood, landslides, and earthquake also are regarded as permissible activities for charitable donation. Any donations to a political party, either directly to the party funds or individuals known to be engaged in political activities, or indirectly via sponsorships events, meals, tables or pay or subsidising of items, or by charitable donations to organizations or individuals with known political connections where there is a likelihood that the funds will be used for political purposes, **is strictly prohibited**. All political donation requests with direct and indirect political links shall be forwarded to the Integrity & Governance Department.

Sponsorship is recognised as the purchase of tangible potential rights and benefits associated with an event, entrant, or organisation, which results in **increased brand awareness, communication of key messages** and increased customer base. Sponsorships, unlike charitable donations, are made for business objectives and usually for brand or reputation management resources. Sponsorship is not a grant, nor a donation. It is a business relationship in which both the Sponsor as well as PMSB should benefit.

12.0 FACILITATION PAYMENTS

- (i) PMSB **adopts a strict policy of disallowing the use of facilitation payments in its business**. Facilitation payment is a payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite the performance of a routine or administrative duty or function.
- (ii) Personnel **shall decline to make the payment** and report to Integrity & Governance Department immediately when they encounter any requests for a facilitation payment. In addition, if a payment has been made, the GM IGD must be notified immediately, and the payment will be recorded accordingly.

13.0 SUPPORT LETTERS

A support request is a request made by an influential individual or organization asking for special privileges to be given to or for any individual, company or organization. Often, the request is for the Company to support or recommend a particular vendor to be awarded a contract or any business opportunity, whether or not he is appropriate for the job. The request may be made by letter, fax, email, phone call, electronic text messages, in person, or by any other direct route.

PMSB awards contracts and employee positions purely on a merit basis. Therefore, **support letters in all forms shall not be recognised** as part of the business decision making process.

14.0 RECRUITMENT, PROMOTION AND SUPPORT OF PERSONNEL

PMSB encourage its personnel and business partners to act in the spirit of the integrity value. The Company's recruitment, training, performance evaluation, remuneration, recognition and promotion for all PMSB personnel, including management, shall be designed and constantly updated to recognise integrity.

15.0 BUSINESS PARTNERS

- (i) All business partners (including external providers such as consultants, agents, contractors, suppliers, vendors etc.) acting on behalf of PMSB **are required to comply with this Policy**, the PMSB's Code of Business Ethics and Conduct (CoBE) and all other related policies.
- (ii) In circumstances where PMSB retains controlling interest, such as in certain joint venture agreements, business partners are required to adhere to the ABC Policy and PMSB's Code of Business Ethics and Conduct and all other related policies. Where PMSB does not have controlling interest, associates are encouraged to comply the same.
- (iii) Due diligence should also be carried out with regards to any business partners intending to act on the Company's behalf as an agent or in other representative roles, to ensure that the entity is not likely to commit an act of bribery or corruption in the course of its work with PMSB.
- (iv) Due diligence may include a search through relevant databases, checking for relationships with public officials, self-declaration, and documenting the reasons for choosing one particular Business partner over another. The results of the due diligence process must be documented, retained for at least five (5) years and produced on request by the custodian of the process.

- (v) PMSB shall include standard clauses in all contracts with business partners enabling the Company to terminate the contract in the event that bribery or an act of corruption has been proved to occur. Additional clauses may also be included for business partners acting on PMSB's behalf where a more than minor bribery risk has been identified.

16.0 RESPONSIBILITIES UNDER THE POLICY

- (i) All PMSB personnel (including its directors, and personnel of its controlled organisations) are required to carry out the responsibilities and obligations relating to the Company's anti-bribery and corruption stance, alongside those already in existence, which includes the following:
 - a) Be familiar with applicable requirements and directives of the policy and communicate them to the subordinates;
 - b) Promptly record accurately all transactions and payments in PMSB's accounting system with reasonable detail;
 - c) Seek advice from the Integrity & Governance Department if any questions about this policy arise or if there seemed to be a lack of clarity;
 - d) Always raise suspicious activities or transaction reporting and other "red flags" (indicators of bribery or corruption) to immediate who will decide on the next course of action;
 - e) Be aware of indications or evidence of possible violation of this policy;
 - f) Promptly report violations or any suspected act of violations through appropriate channels;
 - g) Attend anti-bribery and corruption training as required; and
 - h) Do not misuse PMSB office position for personal gain.
- (ii) When dealing with business partners, all **PMSB personnel shall not:**
 - a) express unexplained or unjustifiable preference for certain parties;
 - b) make any attempt at dishonestly influencing their decision by offering, promising or conferring advantage;
 - c) exert improper influence to obtain benefit from them; and
 - d) directly or indirectly offer or make promise or corrupt payments, in cash or in kind for a specific favour or improper advantage from them.
- (iii) During an active or anticipated procurement or tender exercise, personnel participating in the exercise in any way, **shall not:**

- a) receive gifts or hospitality or any kind from any external party participating, planning to participate, or expected to participate, in the procurement or tender exercise;
 - b) provide anything other than a corporate gift and token hospitality to any external/third party related to the exercise;
 - c) participate in any kind of discussion regarding business or employment opportunities, for personal benefit or for the benefit of a business associate;
 - d) abuse the decision-making and other delegated powers given by the top management; and
 - e) bypass normal procurement or tender process and procedure.
- (iv) When dealing with external parties in a position to make a decision to PMSB's benefit (such as a Government official or client), **PMSB personnel shall not:**
- a) offer, promise or make any attempt at dishonestly influencing the person's decision by directly or indirectly offer or make promise of corrupt payments, in cash or in kind;
 - b) participate in any kind of discussion regarding business or employment opportunities, for their own personal benefit or for the benefit of the external party;
 - c) abuse the decision-making and other delegated powers given by the top management, in order to illicitly secure an outcome which would be to the commercial advantage to themselves and/or the Company; and
 - d) exert improper influence to obtain personal benefits from them.
- (v) All PMSB personnel must uphold the good image of integrity, transparency, and accountability in all aspects of its business for the purposes of enhancing good governance, and disciplined behavior as enshrined in the Code of Business Ethics and Conduct (CoBE).
- (vi) All PMSB personnel must read, understand and comply with this Policy and the following related policies:
- (a) Whistleblowing Policy;
 - (b) No Gift Policy; and
 - (c) Declaration of Conflict of Interest Policy.

17.0 CONFLICT OF INTEREST

- (i) Conflicts of interest arise in situations where there is personal interest that could be considered to have potential interference with objectivity in performing duties or exercising judgment on behalf of the Company. **All personnel should avoid situations in which personal interest could conflict with their professional obligations or duties.** Personnel must not use their position, official working hours, Company's resources and assets, or information available to them for personal gain or to the Company's disadvantage.
- (ii) In situations where a conflict does occur, personnel are required to declare the matter as per the **Declaration of Conflict of Interest Policy**.

18.0 ANTI-BRIBERY AND CORRUPTION COMPLIANCE FUNCTION

- i) PMSB shall establish and maintain an anti-bribery and corruption compliance function within the Integrity & Governance Department to oversee the design, implementation and maintenance of the ABMS.
- (ii) PMSB through its Integrity & Governance Department shall conduct annual corruption risk assessments (CRM) to identify the bribery and corruption risks affecting the business, set anti-bribery and corruption objectives, and assess the effectiveness of the controls in achieving those objectives.

19.0 TRAINING AND AWARENESS

- (i) PMSB shall conduct an awareness programme for all its personnel on the Company's position regarding anti-bribery and corruption, integrity and ethics.
- (ii) Training shall be provided on a regular basis, in accordance with the level of bribery and corruption risk related to the position. Training should be provided to personnel who are:
 - a) new to the Company; and
 - b) appointed to or currently **holding an exposed position**.
- (iii) Business partners acting on behalf of the Company shall undergo the appropriate training to understand the Company's anti-bribery and corruption stance.

20.0 REPORTING OF POLICY VIOLATIONS

- (i) Reporting channels shall be developed and maintained for receiving information concerning a possible violation of this policy, and other integrity related matters.
- (ii) Personnel who, in the course of their activities relating to their employment at PMSB, encounter actual or suspected violations of this policy are required to report their concerns using the reporting channels stated in **PMSB's Whistleblowing Policy**.
- (iii) Reports made in good faith, **either anonymously or otherwise**, shall be addressed in a timely manner and without incurring fear of reprisal regardless of the outcome of any investigation.
- (iv) Retaliation in any form against PMSB personnel where the person has, in good faith, reported a violation or possible violation of this policy is strictly prohibited. Any PMSB personnel found to have deliberately acted against the interests of a person who has in good faith reported a violation or possible violation of this policy **shall be subjected to disciplinary proceedings including demotion, suspension, dismissal or other actions (including legal action) which PMSB may pursue**.

21.0 AUDIT AND COMPLIANCE

- (i) Regular audits shall be conducted to ensure compliance to this policy. Such audits may be conducted internally by PMSB or by an external party. An audit documentation shall include performance improvement action plans.
- (ii) The Integrity & Governance Department shall conduct Integrity Survey and Knowledge Audit to examine behaviour pattern toward existing business ethics, integrity practices in the Company.

22.0 SANCTIONS FOR NON-COMPLIANCE

- (i) Non-compliance and risk areas as identified by the audit should be reported to the top management and Audit Committee in a timely manner in accordance with the level of risk identified.
- (ii) PMSB regards bribery and acts of corruption as serious matters and will apply penalties in the event of non-compliance to this policy. **For PMSB personnel, non-compliance may lead to disciplinary action, up to and including termination of employment.**

- (iii) **For external parties, non-compliance may lead to penalties including termination of contract.** Further legal action may also be taken in the event that PMSB's interests have been harmed by the results on non-compliance by individuals and organisations.

23.0 CONTINUOUS IMPROVEMENT

- (i) PMSB shall monitor the legal and regulatory regimes where it operates and any changes to PMSB's business environment and risks and identify opportunities.
- (iii) Regular assessment of the the ABC Policy should be carried out to ensure its scope, policies, procedures and controls match the bribery and corruption related risks faced by the Company.
- (iv) PMSB endeavours to impact the business environment where it operates. This includes extending its integrity strategy to business partners such as suppliers, consultants, and contractors, seeking to work with companies who have a similar commitment and supporting initiatives in the private and public sectors which are likely to improve the integrity of its operating environment.